

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

United States of America, et al,  
Plaintiffs,

v.

JetBlue Airways Corporation,  
and  
Spirit Airlines, Inc.,  
Defendants.

Case No. 1:23-cv-10511-WGY

**JOINT PROPOSED CONFIDENTIALITY PROTOCOL**

1. Pursuant to the Case Management Order and the Court's statements at the March 21, 2023 scheduling conference concerning the importance of limiting the material that will not be included in the public record, the Parties hereby agree to the following proposed procedures and deadlines for protecting the confidentiality of confidential information.
2. The Parties agree that information that reflects (1) trade secrets, (2) competitively sensitive current or forward-looking information that could harm a party's competitive standing (and for which the interest in protection outweighs the public right of access), and/or (3) personally identifying information (e.g., social security numbers or personal telephone numbers) may be designated as confidential and that they will refrain from designating other information as confidential for purposes of trial exhibits and deposition designations. The Parties will also encourage non-parties to adhere to the same standards in their own designations.
3. The Parties have exchanged initial deposition designations and counter-designations, and have agreed to exchange counter-counter-designations on August 24. Pursuant to the Case Management Order, the Parties have also exchanged initial exhibit lists and will exchange revised exhibit lists on September 8. The Parties will notify non-parties of any exhibits on the initial exhibit list or in designated deposition testimony by August 22. The Parties will notify non-parties of any additional exhibits on the revised exhibit list by September 9.
4. **Party Documents and Testimony.** The Parties are continuing to meet and confer regarding a process for agreeing upon confidentiality designations of Party documents

that will be as efficient as possible to reduce any burden on the Court. The Parties conducted an initial meet and confer on August 15, and will continue to meet and confer as needed until a joint process is agreed upon or the Parties reach an impasse requiring the Court's resolution. The Parties agree to submit either an agreed proposal or competing proposals on or before September 8, 2023.

5. **Non-Party Documents and Testimony.** On or before September 18, non-parties will identify all documents on either party's initial exhibit list or testimony included in either party's deposition designations that the non-party wishes to seal from the public record at trial and protect as confidential. The non-party wishing to seal exhibits or deposition testimony shall identify the specific material to be sealed, including proposing redactions to specific pages/portions of pages of exhibits and pages:lines of deposition testimony and refrain from designating entire documents or pages of testimony unless warranted. The Parties shall confer with non-parties regarding confidentiality designations and encourage non-parties to make as limited confidentiality designations as possible. During conferrals, if the Parties and the non-party agree that confidential material in an exhibit is irrelevant to the case, the irrelevant and confidential information in such exhibit may be redacted and only the redacted version of such exhibit will be submitted to the Court, used during examinations, and be part of the record. On or before September 29, non-parties may file a motion to seal and supporting memoranda with respect to the non-party's information that the Parties dispute should be confidential at trial.
6. **Displaying Confidential Information at Trial.** During trial, documents with confidentiality designations approved by the court will be displayed to the gallery in redacted form, but the Court, the witness, and counsel will have access to unredacted copies during examination. A party or non-party may move to close the courtroom during the course of trial if they believe exceptional circumstances so justify it.

Dated: August 21, 2023

Respectfully submitted,

/s/ Edward W. Duffy

Edward W. Duffy

Don P. Amlin

U.S. Department of Justice, Antitrust Division

450 Fifth Street, NW, Suite 8000

Washington, DC 20530

Phone: 202-812-4723

Facsimile: 202-307-5802

E-mail: [edward.duffy@usdoj.gov](mailto:edward.duffy@usdoj.gov)

*Attorneys for Plaintiff United States of America*

/s/ William T. Matlack

William T. Matlack (MA Bar No. 552109)

Office of the Attorney General

One Ashburton Place, 18th Floor

Boston, MA 02108

Telephone: (617) 727-2200

Email: [William.Matlack@mass.gov](mailto:William.Matlack@mass.gov)

*Attorney for Plaintiff Commonwealth of Massachusetts*

/s/ Olga Kogan

Olga Kogan (*admitted pro hac vice*)

New York State Office of the Attorney General

28 Liberty Street, 20th Floor

New York, NY 10005

Telephone: (212) 416-8262

Email: [olga.kogan@ag.ny.gov](mailto:olga.kogan@ag.ny.gov)

*Attorney for Plaintiff State of New York*

/s/ C. William Margrabe

C. William Margrabe (*admitted pro hac vice*)

Office of the Attorney General

400 6th Street NW, Suite 10100

Washington, DC 20001

Telephone: (202) 727-6294

Email: [will.margrabe@dc.gov](mailto:will.margrabe@dc.gov)

*Attorney for Plaintiff District of Columbia*

/s/ Schonette J. Walker

Schonette J. Walker (*admitted pro hac vice*)

Gary Honick (*admitted pro hac vice*)

Byron Warren (*admitted pro hac vice*)

Maryland Office of the Attorney General

200 St. Paul Place, 19th Floor

Baltimore, MD 21202

410-576-6470

[swalker@oag.state.md.us](mailto:swalker@oag.state.md.us)

[ghonick@oag.state.md.us](mailto:ghonick@oag.state.md.us)

[bwarren@oag.state.md.us](mailto:bwarren@oag.state.md.us)

*Attorneys for Plaintiff State Maryland*

/s/ Komal K. Patel

Komal K. Patel (*admitted pro hac vice*)

Deputy Attorney General

Office of the California Attorney General

300 South Spring Street, Suite 1702

Los Angeles, CA 90013

Tel: (213) 269-6000

Email: [Komal.Patel@doj.ca.gov](mailto:Komal.Patel@doj.ca.gov)

*Attorneys for Plaintiff State of California*

/s/ Bryan S. Sanchez

Bryan S. Sanchez (*admitted pro hac vice*)

Ana Atta-Alla (*admitted pro hac vice*)

State of New Jersey - Office of the Attorney General

Division of Law

124 Halsey Street – 5th Floor

Newark, NJ 07102

Telephone: (973) 648-6835

[Bryan.Sanchez@law.njoag.gov](mailto:Bryan.Sanchez@law.njoag.gov)

[Ana.Atta-Alla@law.njoag.gov](mailto:Ana.Atta-Alla@law.njoag.gov)

*Attorneys for Plaintiff State of New Jersey*

/s/ Jessica V. Sutton

Jessica V. Sutton (*admitted pro hac vice*)

Special Deputy Attorney General

North Carolina Department of Justice Post Office Box  
629

Raleigh, NC 27602

Tel: 919-716-6000

E-mail: [jsutton2@ncdoj.gov](mailto:jsutton2@ncdoj.gov)

*Attorney for Plaintiff State of North Carolina*

/s/ Elizabeth M. Wright

Elizabeth M. Wright (MA BBO #569387)

Zachary R. Hafer (MA BBO #569389)

Cooley LLP

500 Boylston Street, 14th Floor

Boston, MA 02116-3736

Tel: 617-937-2300

ewright@cooley.com

zhafer@cooley.com

Ethan Glass (*Pro Hac Vice*)

Deepti Bansal (*Pro Hac Vice*)

Matt K. Nguyen (*Pro Hac Vice*)

Cooley LLP

1299 Pennsylvania Avenue NW, Suite 700

Washington, DC 20004-2400

Tel: 202-842-7800

Fax: 202-842-7899

eglass@cooley.com

dbansal@cooley.com

mnguyen@cooley.com

Beatriz Mejia (*Pro Hac Vice*)

Cooley LLP

3 Embarcadero Center, 20th Floor

San Francisco, CA 94111

Tel: 415-693-2000

Fax: 415-693-2222

bmejia@cooley.com

Joyce Rodriguez-Luna (*Pro Hac Vice*)

Cooley LLP

55 Hudson Yards

New York, NY 10001-2157

Tel: 212 479 6895

Fax: 212 479 6275

jrodriguez-luna@cooley.com

Jessica K. Delbaum (*Pro Hac Vice*)

Leila R. Siddiky (*Pro Hac Vice*)

Richard F. Schwed (*Pro Hac Vice*)

Shearman & Sterling LLP

599 Lexington Avenue

New York, NY 10022

(212) 848-4000  
jessica.delbaum@shearman.com  
leila.siddiky@shearman.com  
richard.schwed@shearman.com

Michael Mitchell (*Pro Hac Vice*)  
Shearman & Sterling LLP  
401 9th St. NW  
Suite 800  
Washington, DC 20004  
(202) 508-8000  
michael.mitchell@shearman.com

Rachel Mossman Zieminski (*Pro Hac Vice*)  
Shearman & Sterling LLP  
2601 Olive St, 17th Floor  
Dallas, TX 75201  
(214) 271-5777  
Rachel.Zieminski@Shearman.com

Ryan A. Shores (*Pro Hac Vice*)  
David I Gelfand (*Pro Hac Vice*)  
Cleary Gottlieb Steen & Hamilton LLP  
2112 Pennsylvania Avenue, NW  
Washington, DC 20037  
(202) 974-1876  
Fax: (202) 974-1999  
rshores@cgsh.com  
dgelfand@cgsh.com

Daniel P. Culley (*Pro Hac Vice*)  
Cleary, Gottlieb, Steen & Hamilton LLP  
One Liberty Plaza  
New York, NY 10006  
(212) 225-2000  
dculley@cgsh.com

*Attorneys for JetBlue Airways Corporation*

/s/ Samuel N. Rudman  
Samuel N. Rudman (MA BBO #698018)  
Choate, Hall & Stewart LLP  
Two International Place  
Boston, MA 02110  
Telephone: +1 617 248 4034  
srudman@choate.com

/s/ Andrew C. Finch

Andrew C. Finch (*Pro Hac Vice*)

Eyitayo St. Matthew-Daniel (*Pro Hac Vice*)

Jay Cohen (*Pro Hac Vice*)

Jared P. Nagley (*Pro Hac Vice*)

Kate Wald (*Pro Hac Vice*)

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas

New York, NY 10019

Tel: 212-373-3000

Fax: 212-757-3990

afinch@paulweiss.com

tstmatthewdaniel@paulweiss.com

jcohen@paulweiss.com

jnagley@paulweiss.com

kwald@paulweiss.com

Meredith R. Dearborn (*Pro Hac Vice*)

Paul, Weiss, Rifkind, Wharton & Garrison LLP

535 Mission Street, 24th Floor

San Francisco, CA 94105

Tel: 628-432-5100

Fax: 628-232-3101

mdearborn@paulweiss.com

*Attorneys for Defendant Spirit Airlines, Inc.*